

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Reorganized Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

Obj. Deadline: August 11, 2025 at 4:00 p.m. (ET)

**SUMMARY OF MONTHLY FEE APPLICATION OF KROLL
RESTRUCTURING ADMINISTRATION LLC, ADMINISTRATIVE
ADVISOR TO THE DEBTORS, FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES FOR THE
PERIOD FROM JUNE 1, 2025 THROUGH JUNE 2, 2025**

Name of Applicant:

Kroll Restructuring Administration LLC
("Kroll")

Authorized to Provide Professional Services to:

Debtors and Debtors in Possession

Date of Retention:

December 16, 2024, effective as of
November 3, 2024

Period for which compensation and

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Reorganized Debtors' headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

reimbursement is sought:

June 1, 2025 through June 2, 2025 (the “**Fee Period**”)²

Amount of compensation sought as actual, reasonable and necessary:

\$2,350.00 (of which Kroll seeks payment of 80% or \$1,880.00)

Amount of expense reimbursement sought as actual, reasonable and necessary:

\$0.00

Total amount to be paid at this time:

\$1,880.00

This is a: X monthly final application.

The total time expended for the preparation of Kroll’s monthly fee application is approximately 3 hours. The corresponding compensation is not included herein but will be requested in a future application.

Prior Interim Application

Date Filed; ECF No.	Period Covered	Requested		Paid or To Be Paid	
		Fees	Expenses	Fees	Expenses
3/17/25 ECF No. 1121	11/3/24- 1/31/25	\$17,494.80	\$0.00	\$17,494.80	\$0.00

Prior Monthly Applications

Date Filed; ECF No.	Period Covered	Requested		Paid or To Be Paid		Holdback (20%)
		Fees	Expenses	Fees	Expenses	
2/26/25 ECF No. 1031	11/3/24- 1/31/25	\$17,494.80	\$0.00	\$17,494.80	\$0.00	N/A
3/21/25 ECF No. 1150	2/1/25- 2/28/25	\$24,231.60 (payment of 80% or \$19,385.28)	\$0.00	\$19,385.28 (80% of \$24,231.60)	\$0.00	\$4,846.32
5/1/25 ECF No. 1373	3/1/25- 3/31/25	\$49,006.00 (payment of 80% or \$39,204.80)	\$0.00	\$39,204.80 (80% of \$49,006.00)	\$0.00	\$9,801.20
5/20/25 ECF No. 1547	4/1/25- 4/30/25	\$41,734.80 (payment of 80% or \$33,387.84)	\$0.00	\$33,387.84 (80% of \$41,734.80)	\$0.00	\$8,346.96

² The effective date of the plan occurred on June 6, 2025 [D.I. 1605].

06/30/25 ECF No. 1678	5/1/25- 5/31/25	\$69,914.40 (payment of 80% or \$55,931.52)	\$0.00	\$55,931.52 (80% of \$69,914.40)	\$0.00	\$13,982.88
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Summary of Hours Billed by Kroll Employees During the Fee Period

Kroll Employee	Position of the Applicant	Total Hours	Hourly Rate	Total Fees Requested
Brodeur, Sarah	Solicitation Consultant	10.50	\$235.00	\$2,467.50
Sarmiento, Kevin	Solicitation Consultant	2.00	\$235.00	\$470.00
	Total:	12.50		\$2,937.50³
	Blended Rate		\$235.00	

Summary of Fees Billed by Subject Matter During the Fee Period

Matter Description	Total Hours	Total Fees Requested
Disbursements	12.50	\$2,937.50
	12.50	\$2,937.50⁴

Summary of Expenses Incurred During the Fee Period

Description	Total Expenses Requested
N/A	\$0.00
Total:	\$0.00

^{3, 4} This amount has been discounted to \$2,350.00 in accordance with the terms of Kroll's retention. Taking into account this discount, the blended hourly rate is \$188.00.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Reorganized Debtors.

Chapter 11

Case No. 24-12480 (LSS)

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Obj. Deadline: August 11, 2025 at 4:00 p.m. (ET)

**MONTHLY FEE APPLICATION OF KROLL
RESTRUCTURING ADMINISTRATION LLC, ADMINISTRATIVE
ADVISOR TO THE DEBTORS, FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES FOR THE
PERIOD FROM JUNE 1, 2025 THROUGH JUNE 2, 2025**

Kroll Restructuring Administration LLC (“**Kroll**”), administrative advisor to Franchise Group, Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”), files this monthly fee application (this “**Application**”), pursuant to sections 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Reorganized Debtors’ headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Local Rules for the United States Bankruptcy Court for the District of Delaware (as may be amended, modified, or supplemented, the “**Local Bankruptcy Rules**”) and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Estate Professionals* [D.I. 353] (the “**Interim Compensation Order**”), for payment of compensation for professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred in connection with such services for the period from June 1, 2025 through June 2, 2025 (the “**Fee Period**”). In support of this Application, Kroll respectfully represents as follows:

Preliminary Statement

1. Pursuant to this Application, Kroll seeks allowance and approval of aggregate fees in the amount of \$2,350.00 (of which Kroll seeks payment of 80% or \$1,880.00) and reimbursement of expenses in the amount of \$0.00.

2. On December 16, 2024, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered the *Order Authorizing Employment and Retention of Kroll Restructuring Administration LLC as Administrative Advisor, Effective as of the Petition Date* [D.I. 447], which authorized the Debtors to retain Kroll as administrative advisor in these chapter 11 cases effective as of the Petition Date (as defined below). In addition, pursuant to the Interim Compensation Order, the Court authorized Kroll to file this Application for monthly compensation and authorized the Debtors to compensate Kroll in accordance with the procedures set forth therein, in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and such other procedures as may be fixed by order of the Court.

3. Pursuant to the Interim Compensation Order, upon the expiration of the Objection Deadline (as defined in the Interim Compensation Order), the Debtors are authorized and directed to pay Kroll an amount equal to the lesser of: (a) 80% of the fees and 100% of the expenses

requested in this Application; or (b) 80% of the fees and 100% of the expenses requested in this Application that are not subject to an Objection (as defined in the Interim Compensation Order).

Jurisdiction

4. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

5. Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

6. The statutory bases for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and Local Bankruptcy Rule 2016-1.

Background

7. On November 3, 2024 (the “**Petition Date**”), the Debtors filed with the Court voluntary petitions for relief under the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. As of the date hereof, no trustee or examiner has been appointed in these chapter 11 cases. On November 19, 2024, the Office of the United States Trustee for the District of Delaware appointed a committee of unsecured creditors pursuant to section 1102(a)(1) of the Bankruptcy Code [D.I. 188].

Relief Requested

8. By this Application, Kroll requests (a) allowance and approval of aggregate fees in the amount of \$2,350.00 (of which Kroll seeks payment of 80% or \$1,880.00) on account of reasonable and necessary professional services rendered to the Debtors by Kroll, and (b) reimbursement of actual and necessary costs and expenses in the amount of \$0.00.

Compliance with the Interim Compensation Order

9. Kroll has prepared this Application in accordance with the procedures set forth in the Interim Compensation Order. During the Fee Period, Kroll professionals billed a total of 12.50 hours for which compensation is requested. Kroll's hourly rates are set at a level designed to fairly compensate Kroll for the work of its professionals and to cover routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

10. Further, **Exhibit A** hereto: (a) identifies each individual that rendered services to the Debtors during the Fee Period; (b) describes each activity or service that such individual performed and categorizes those services by subject matter; (c) states the number of hours (in increments of tenths of an hour) spent by such individual providing the services; and (d) as applicable, lists the amount and type of expenses incurred.

Summary of Professional Services Rendered

11. The professional services that Kroll rendered during the Fee Period are grouped by subject matter and summarized as follows:

- **Disbursements**

Fees: \$2,937.50; Hours: 12.50

Disbursements services provided included: (a) conferring and coordinating among the Kroll case team and Debtors' counsel regarding distributions;; and (b) preparing distribution files and performing quality assurance reviews of same.

Summary of Expenses Incurred

12. Kroll is not currently aware of any actual and necessary expenses incurred during the Fee Period in rendering the services described herein.

Representations and Reservation of Rights

13. The undersigned has reviewed the requirements of Local Bankruptcy Rule 2016-1 and hereby attests that this Application conforms to such requirements.

14. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Application due to delays caused by accounting and processing during the Fee Period. Kroll reserves the right to make further application to the Court for allowance of such fees and expenses not included herein. Subsequent fee applications will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and the Interim Compensation Order.

Notice

15. Kroll has provided notice of this Application to all parties required to receive such notice under the Interim Compensation Order. In light of the nature of the relief requested herein, Kroll respectfully submits that no further notice is necessary.

Conclusion

WHEREFORE, pursuant to the Interim Compensation Order, Kroll requests:

(i) allowance and approval of aggregate fees in the amount of \$2,350.00 (of which Kroll seeks payment of 80% or \$1,880.00) on account of reasonable and necessary professional services rendered to the Debtors by Kroll, and (ii) reimbursement of actual and necessary costs and expenses in the amount of \$0.00.

Dated: July 21, 2025
New York, New York

/s/ Gabriel Brunswick
Gabriel Brunswick
Associate General Counsel
Kroll Restructuring Administration LLC
1 World Trade Center, 31st Floor
New York, NY 10007
Phone: (212) 257-5450
gabriel.brunswick@kroll.com

Administrative Advisor to the Debtors

VERIFICATION

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

I, Gabriel Brunswick, after being duly sworn according to law, depose and say:

1. I am the Associate General Counsel of Kroll Restructuring Administration LLC.
2. I am generally familiar with the work performed on behalf of the Debtors by Kroll professionals.
3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information, and belief.
4. I have reviewed the requirements of Local Rule 2016-1 of the United States Bankruptcy Court for the District of Delaware, and to the best of my knowledge, information and belief, the foregoing Application complies with such Local Rule.



Gabriel Brunswick

SWORN TO AND SUBSCRIBED before me this 21st day of July, 2025.

/s/ Cindy C. Hosein-Mohan
Notary Public, State of New York
No. 01HO6295177
Qualified in Nassau County
Commission Expires December 30, 2025

Exhibit A

Fee Detail



Hourly Fees by Employee through June 2025

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
SABR	Brodeur, Sarah	SA - Solicitation Consultant	10.50	\$235.00	\$2,467.50
KESA	Sarmiento, Kevin	SA - Solicitation Consultant	2.00	\$235.00	\$470.00
TOTAL:			12.50		\$2,937.50

Hourly Fees by Task Code through June 2025

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
DISB	Disbursements	12.50	\$2,937.50
TOTAL:		12.50	\$2,937.50

Franchise Group, Inc.

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Invoice #: 27784

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
06/02/25	KESA	SA	Disseminate allocation details re distributions	Disbursements	2.00
06/02/25	SABR	SA	Review allocation file related to upcoming Plan distributions	Disbursements	2.50
06/02/25	SABR	SA	Prepare email service of allocation spreadsheets in preparation for emergence	Disbursements	6.00
06/02/25	SABR	SA	Coordinate with D. Maliniak and C. Panagoulia (Kirkland) and Z. Taylor (Ducera) regarding allocation spreadsheets	Disbursements	2.00
Total Hours					12.50

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FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Reorganized Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

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**NOTICE OF MONTHLY FEE APPLICATION OF KROLL
RESTRUCTURING ADMINISTRATION LLC, ADMINISTRATIVE
ADVISOR TO THE DEBTORS, FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES FOR THE
PERIOD FROM JUNE 1, 2025 THROUGH JUNE 2, 2025**

TO: (I) THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (II) THE DEBTORS AND THEIR COUNSEL; (III) COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS; AND (IV) ALL OTHER PARTIES REQUIRED TO RECEIVE NOTICE PURSUANT TO THE INTERIM COMPENSATION ORDER.

PLEASE TAKE NOTICE that, in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Estate Professionals* [D.I. 353] (the “**Interim Compensation Order**”), Kroll Restructuring Administration LLC (“**Kroll**”) filed the

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attached *Monthly Fee Application of Kroll Restructuring Administration LLC, Administrative Advisor to the Debtors, for Compensation for Services and Reimbursement of Expenses for the Period from June 1, 2025 through June 2, 2025* (the “**Application**”).²

PLEASE TAKE FURTHER NOTICE that the Application seeks allowance and approval of fees in the aggregate amount of \$2,350.00 (of which Kroll seeks payment of 80% or \$1,880.00) and reimbursement of expenses in the amount of \$0.00.

PLEASE TAKE FURTHER NOTICE that any objections to the Application must be filed on or before **August 11, 2025 at 4:00 p.m. (ET)** (the “**Objection Deadline**”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, DE 19801.

PLEASE TAKE FURTHER NOTICE that at the same time, you must also serve a copy of any objection so as to be received by (i) the Notice Parties (as defined in the Interim Compensation Order) and (ii) Kroll Restructuring Administration LLC, 1 World Trade Center, 31st Floor, New York, New York 10007, Attn: Gabriel Brunswick.

PLEASE TAKE FURTHER NOTICE that only if an objection is properly and timely made in accordance with the procedures set forth in the Interim Compensation Order will a hearing be held on the Application.

Dated: July 21, 2025
New York, New York

KROLL RESTRUCTURING ADMINISTRATION LLC

By: /s/ Gabriel Brunswick
Gabriel Brunswick
Associate General Counsel
Kroll Restructuring Administration LLC
1 World Trade Center, 31st Floor
New York, NY 10007
Phone: (212) 257-5450
gabriel.brunswick@kroll.com

Administrative Advisor to the Debtors

² The effective date of the plan occurred on June 6, 2025 [D.I. 1605].